



November 1, 2010

Steven Waldman  
Director of Future of Media Project  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**Re: Examination of Media and Information Needs of Communities in a Digital Age,  
GN Docket No. 10-25**

Dear Mr. Waldman:

Like almost all successful nonprofit institutions, the role of the governing board in a public media organization is critical. A strong board can bolster an organization's reputation and provide insight, oversight, access, discipline, revenue and enthusiasm. They can also serve as a "heat shield" between a media organization and external forces that may attempt to influence its content, either politically or through a parent organization. There is no factor that makes a greater difference in the health of a nonprofit public media organization in larger communities than the governing board. However, a parent board may be the best alternative in smaller markets where there are limited resources available to sustain an independent board.

The majority (60%) of public radio stations and their related public media operations are owned by other institutions including colleges, school boards, libraries or municipalities. That structure makes the mission of the public radio activity subservient to the mission of the parent institution.

We strongly recommend that, as a condition of holding an FCC broadcast license, all non-commercial stations or networks that have a combined population under signal of more than 500,000 people be required to have a Direct or Independent Board of Directors as defined below:

- If more than 50% of the total expense budget governed by a given board of directors is directly related to non-commercial media activities, it is defined as a *Direct Board of Directors*.
- If more than 50% of the total expense budget governed by a given board of directors is unrelated to non-commercial media activities, it is defined as a *Parent Board of Directors*.

In situations where there is a Parent Board, there must also be an *Independent Board of Directors* directly overseeing the activities of the licensed station. In order to be independent, the following is required:

- The Parent Board must delegate governing authority for a licensed non-commercial station to the Independent Board;
- Independent Boards must have financial authority and accountability over the licensed non-commercial station's operations;
- Independent boards must have control over the hiring and firing of the licensed non-commercial station's chief executive officer or equivalent;
- The initial slate of Independent Board members may be nominated and approved by the Parent Board. Subsequent members must either be nominated and elected by the Independent Board or may be nominated by the Independent Board and approved by the Parent Board;
- At least 80% of the members of the Independent Board must not be related to the Parent organization or Board, such as an employee or a director;
- Independent Boards must have at least four public meetings each year;
- Independent Boards must have a minimum of twelve members and elected officers.

We believe that this requirement will result in better-governed non-commercial broadcasters that are more accountable to the communities they serve and better able to derive significant private support for their efforts.

Sincerely



William H Kling  
President and CEO

cc: Chairman Julius Genachowski  
Commissioner Michael J. Copps  
Commissioner Robert M. McDowell  
Commissioner Mignon Clyburn  
Commissioner Meredith Attwell Baker